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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
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DELPHI CORPORATION, et al.,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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JOINT STIPULATION AND AGREED ORDER COMPROMISING  
AND ALLOWING PROOF OF CLAIM NUMBER 9105 (BRUSH WELLMAN  
INC. AND SPCP GROUP, L.L.C., AS AGENT FOR SILVER POINT CAPITAL  
FUND, L.P. AND SILVER POINT CAPITAL OFFSHORE FUND, LTD.)

Delphi Corporation and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), Brush Wellman Inc. ("Brush Wellman"), and SPCP Group, L.L.C., as agent for Silver Point Capital Fund, L.P. and Silver Point Capital Offshore Fund, Ltd. (collectively, "Silver Point," and together with Brush Wellman, the "Claimants"), respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 9105 and agree and state as follows:

WHEREAS, on October 8, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended (the "Bankruptcy Code"), in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS on October 17, 2005, Brush Wellman submitted a demand to the Debtors asserting a reclamation claim in the amount of \$123,988.30 which it subsequently modified to \$113,923.78 (the "Reclamation Demand").

WHEREAS, on July 7, 2006, Brush Wellman filed proof of claim number 9105 against DAS LLC, asserting an unsecured non-priority claim in the amount of \$277,159.38 (the "Claim") arising from the sale of goods to DAS LLC.

WHEREAS, on July 19, 2006, the Debtors and Brush Wellman entered into a letter agreement (the "Reclamation Letter Agreement") with respect to the Reclamation Demand, whereby the Debtors and Brush Wellman acknowledge and agree that the valid amount of the

Reclamation Demand is \$149,208.16<sup>1</sup> (the "Reclamation Claim"), subject to the Debtors' right to seek, at any time and notwithstanding Brush Wellman's agreement to the amount set forth in the Reclamation Letter Agreement, a judicial determination that certain reserved defenses (the "Reserved Defenses") to the Reclamation Claim are valid.

WHEREAS, on March 19, 2007, Brush Wellman assigned its interest in the Claim to SPCP Group LLC as agent for Silver Point Capital Fund LP and Silver Point Capital Offshore Fund Ltd. ("Silver Point") pursuant to a Notice of Transfer (Docket No. 7337).

WHEREAS, on April 2, 2007, Silver Point assigned part of its interest in the Claim to 3V Capital Master Fund Ltd. ("3V Capital") pursuant to a Notice of Transfer (Docket No. 7549).

WHEREAS, on April 27, 2007, the Debtors objected to the Claim pursuant to the Debtors' Thirteenth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. Section 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected On Debtors' Books And Records, (C) Protective Insurance Claims, (D) Insurance Claims Not Reflected On Debtors' Books And Records, (E) Untimely Claims And Untimely Tax Claims, And (F) Claims Subject To Modification, Tax Claims Subject To Modification, And Claims Subject To Modification And Reclamation Agreement (Docket No. 7825) (the "Thirteenth Omnibus Claims Objection").

WHEREAS, on May 24, 2007, Brush Wellman filed its Response Of Brush Wellman, Inc. And Zentrix Technologies, Inc. To Debtors' Thirteenth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. Section 502(B) And Fed. R. Bankr. P. 3007 To Certain

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<sup>1</sup> This amount is the total amount of the reconciled reclamation claims associated with proof of claim numbers 9105, 9106 and 9107. With respect to this Claim, the amount of the reconciled Reclamation Claim is \$31,044.61.

Claims (Docket No. 8026) (the "Response").

WHEREAS, on July 30, 2007, 3V Capital assigned its interest in the Claim to Silver Point pursuant to a Notice of Transfer (Docket No. 8772).

WHEREAS, on October 2, 2007, the Second Amended And Restated Final Order Under 11 U.S.C. §§ 362, 503, And 546 And Fed. R. Bankr. P. 9019 Establishing Procedures For Treatment Of Reclamation Claims ("Second Amended And Restated Final Reclamation Order") (Docket No. 10409) was entered. In accordance with the Second Amended And Restated Final Reclamation Order, Brush Wellman submitted its reclamation notice electing that its Reclamation Claim be treated, to the extent allowed and for purposes of distribution, as a general unsecured claim, including postpetition interest as set forth more fully in the Debtors' plan of reorganization. By making this election, Brush Wellman waived its rights to seek administrative priority for its Reclamation Claim.

WHEREAS, on April 7, 2008, to resolve the Thirteenth Omnibus Claims Objection with respect to the Claim, DAS LLC, Brush Wellman, and Silver Point entered into a settlement agreement (the "Settlement Agreement").

WHEREAS, pursuant to the Settlement Agreement, DAS LLC acknowledges and agrees that the Claim shall be allowed against DAS LLC in the amount of \$246,462.28.

WHEREAS, DAS LLC is authorized to enter into the Settlement Agreement either because the Claim involves ordinary course controversies or pursuant to that certain Amended And Restated Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 8401) entered by this Court on June 26, 2007.

THEREFORE, the Debtors stipulate and agree as follows:

1. The Claim shall be allowed in the amount of \$246,462.28 and shall be treated as an allowed general unsecured non-priority claim against the estate of DAS LLC.
2. Brush Wellman agrees that its Response to the Thirteenth Omnibus Claims Objection shall be withdrawn with prejudice.
3. The Settlement Agreement does not impact, alter or affect any other proofs of claim that Claimants have filed or own against the Debtors and relates solely to those matters arising out of or related to the Claim.

So Ordered in New York, New York, this 18th day of April, 2008

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND  
APPROVED FOR ENTRY:

/s/ John K. Lyons

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